

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF TENNESSEE**

MELVYN KLEIN, Individually and on)	
Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	
)	Case No. 3:16-cv-00675
v.)	
)	
TEAM HEALTH HOLDINGS, INC., LEIF)	
M. MURPHY, H. LYNN MASSINGALE,)	
JAMES L. BIERMAN, EDWIN M.)	
CRAWFORD, GLENN A. DAVENPORT,)	
PATRICK E. FRY, MARY R. GREALY,)	
VICKY B. GREGG, NEIL KURTZ,)	
SCOTT OSTFELD, and KENNETH H.)	
PAULUS,)	
)	
Defendants.)	
)	

**STIPULATION AND [PROPOSED] ORDER CONCERNING PLAINTIFF’S
VOLUNTARY DISMISSAL OF THE ABOVE ACTION WITH PREJUDICE AND
PLAINTIFF’S COUNSEL’S ANTICIPATED APPLICATION FOR AN AWARD OF
ATTORNEYS’ FEES AND EXPENSES**

WHEREAS, on October 31, 2016, Team Health Holdings, Inc. (“Team Health” or the “Company”) and Blackstone Capital Partners VII L.P. (collectively, “Blackstone”) and certain co-investors announced that they had entered into an Agreement and Plan of Merger, pursuant to which Blackstone would acquire all of the outstanding shares of Team Health and Team Health stockholders will receive \$43.50 in cash per each share of Team Health common stock (the “Proposed Transaction”);

WHEREAS, on November 23, 2016 Team Health filed a preliminary proxy statement with the United States Securities and Exchange Commission (“SEC”) in support of the Proposed Transaction;

WHEREAS, on December 2, 2016, plaintiff Melvyn Klein filed the above-captioned action (the “Action”) on behalf of himself and other public stockholders of Team Health alleging Defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 and Rule 14a-9 promulgated thereunder (the “Exchange Act”) by causing the allegedly materially incomplete and misleading Proxy to be filed (the “Complaint”);

WHEREAS, on December 12, 2016, Team Health filed a definitive proxy statement with the SEC, which, among other things, provided additional information not previously included in the preliminary proxy filed on November 23, 2016 and announced that the special stockholder meeting to vote on the Proposed Transaction will occur on January 11, 2017;

WHEREAS, on January 11, 2017, Team Health shareholders voted to approve the Proposed Transaction;

WHEREAS, based on his review and analysis of the definitive proxy statement filed on December 12, 2016, Plaintiff believes that sufficient information has now been disclosed to warrant dismissal of the Complaint as moot in light of the disclosures in the definitive proxy statement;

WHEREAS, Defendants expressly deny that Plaintiff ever asserted any viable claim that could now be considered moot, but concur that such dismissal is appropriate because no viable claim exists according to Defendants;

WHEREAS, Plaintiff believes his claims in his complaint were viable and meritorious at the time of filing the complaint;

WHEREAS, it is the current intention of counsel for Plaintiff in the Action to dismiss the Complaint with prejudice as to Plaintiff and without prejudice as to other putative

class members and to submit an application for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application");

WHEREAS, Defendants expressly deny that the Complaint states any claim, and continue to deny that they committed or aided and abetted in any violation of law, or engaged in any of the wrongful acts alleged in the Complaint, and expressly maintain that they have diligently complied with all of their legal obligations;

WHEREAS, each Defendant reserves the right to oppose any Fee and Expense Application;

WHEREAS, no compensation in any form has passed directly or indirectly to the Plaintiff or his attorneys and no promise or agreement to give any such compensation has been made, nor has any discussion relating to such compensation taken place between the parties; and

WHEREAS, no class has been certified in the Action.

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned attorneys for the respective parties:

1. The Action is dismissed in its entirety, with prejudice with respect to the named Plaintiff and without prejudice with respect to other putative class members;
2. This Court retains continuing jurisdiction over the parties in the Action solely for purposes of further proceedings related to the adjudication of Plaintiff's anticipated Fee and Expense Application; and
3. This Order is entered without prejudice to any position, claim, or defense any party may assert with respect to the Fee and Expense Application or any matter related thereto, which includes Defendants' right to challenge the basis for, as well as the amount of, the Fee and Expense Application.

DATED: February 3, 1017

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By: /s/ J. Gerard Stranch, IV

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CERTIFICATE OF SERVICE

The undersigned, an attorney, hereby certifies that on February 3, 2017, a true and correct copy of the foregoing was filed electronically by CM/ECF, which caused notice to be sent to all counsel of record, and in addition by U.S. mail, postage prepaid and/or electronic mail to:

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/s/ J. Gerard Stranch, IV

[PROPOSED] ORDER APPROVING JOINT STIPULATION

Pursuant to the Stipulation, and for good cause shown,

IT IS SO ORDERED.

Dated: February _____, 2017.

UNITED STATES DISTRICT JUDGE